

EXHIBIT B

Notice of Non-Voting Status

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
RTI HOLDING COMPANY, LLC,¹) Case No.: 20-12456 (JTD)
)
Debtor.) (Jointly Administered)

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO CLASSES DEEMED TO ACCEPT
OR REJECT DEBTORS' CHAPTER 11 PLAN**

TO: HOLDERS OF CLAIMS IN CLASS 1 (NON-TAX PRIORITY CLAIMS), CLASS 2 (MISCELLANEOUS SECURED CLAIMS), CLASS 5 (PRESERVED INTERCOMPANY CLAIMS), CLASS 6 (EXTINGUISHED INTERCOMPANY CLAIMS), CLASS 7 (DISSENTERS CLAIMS), CLASS 8 (EQUITY INTERESTS IN HOLDING) AND CLASS 9 (INTERCOMPANY INTERESTS)

PLEASE TAKE NOTICE that on November 6, 2017, RTI Holding Company, LLC and its affiliated debtors and debtors in possession (the "Debtors"), filed the *Debtors' Chapter 11 Plan* [Docket No. 353] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").

PLEASE TAKE FURTHER NOTICE that on [_____], 2020, the United States Bankruptcy Court for the District of Delaware entered an order (the "Disclosure Statement Order") [Docket No. ____] approving the adequacy of the *Disclosure Statement for Debtors' Chapter 11 Plan* [Docket No. 354] (including all exhibits thereto and as amended, modified or supplemented from time to time, collectively, the "Disclosure Statement") and establishing procedures for soliciting votes on the Plan.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

PLEASE TAKE FURTHER NOTICE that pursuant to section 1126(f) of the Bankruptcy Code, Holders holding Claims and/or Equity Interests in Class 1 (Non-Tax Priority Claims); Class 2 (Miscellaneous Secured Claims); Class 5 (Preserved Intercompany Claims); and Class 9 (Intercompany Interests) under the Plan, which are Unimpaired, are deemed to have accepted the Plan, and are not entitled to vote. Also, pursuant to section 1126(g) of the Bankruptcy Code, Holders holding Claims or Equity Interests in Class 6 (Extinguished Intercompany Claims); Class 7 (Dissenters Claims); and Class 8 (Equity Interests in Holding) under the Plan, which are Impaired and shall receive nor retain any property under the Plan on account of such Claims or Equity Interests, are deemed to have rejected the Plan, and are not entitled to vote. Accordingly, the Debtors are not required to transmit a Solicitation Package to holders of claims in Classes 1, 2, 5, 6, 7, 8 and 9 of the Plan (each, a “Non-Voting Class”) pursuant to the Disclosure Statement Order. Instead, you have been sent this notice because you have been identified as a holder of a Claim or Equity Interest in a Non-Voting Class.

PLEASE TAKE FURTHER NOTICE that Article X of the Plan contains injunction and release provisions, which are set forth on **Annex A** for your reference.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan will be held on February 4, 2021, commencing at 1:00 p.m. Eastern Time (the “Confirmation Hearing”) before the Honorable John T. Dorsey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on all parties who have filed objections to confirmation of the Plan, the United States Trustee, and all parties who have requested notice in this chapter 11 case pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has established January 29, 2021, at 5:00 p.m. (Eastern Time), as the last date and time for filing and serving objections to the confirmation of the Plan (the “Plan Objection Deadline”). All objections must state with particularity the legal and factual grounds for such objection; (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection; (iv) be filed with the Court and served so as to be received by the Plan Objection Deadline; and (v) served on the following parties: (a) the Debtors: c/o Ruby Tuesday, Inc., 333 E. Broadway Ave., Maryville, TN 37804 (Attn: Shawn Lederman); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Malhar S. Pagay and James E. O’Neill; (c) counsel to the Official Committee of Unsecured Creditors, (i) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Robert T. Schmidt, Adam C. Rogoff and Jennifer Sharret, and (ii) Cole Schotz, P.C., 500 Delaware Avenue, Suite 1420, Wilmington, DE 19801, Attn: G. David Dean, Justin R. Alberto and Andrew J. Roth-Moore (d) counsel to Goldman Sachs Specialty Lending Group, L.P., as administrative agent and collateral agent, (i) Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn: Sean O’Neal and Jane VanLare; and (ii) Hunton Andrews Kurth LLP, Bank of America Plaza, Suite 4100, 600 Peachtree Street, N.E., Atlanta, GA 30308- 2216, Attn: Greta T. Griffith; (e) counsel to TCW Direct Lending LLC, TCW Skyline Lending, L.P., and TCW Brazos Fund, LLC, Paul Hastings LLP, 515 South Flower Street, Twenty-Fifth Floor, Los Angeles, CA 90071, Attn: Justin Rawlins, (f) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 N. King Street, Suite 2207, Lock Box 35, Wilmington, DE 19801, Attn: Linda Richenderfer, and (g) any party requesting special notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that this notice is provided to you for informational purposes only. Any party in interest wishing to obtain copies of the Disclosure Statement or the Plan may do so by (i) contacting the Debtors' Solicitation Agent [_____] (toll free) or [_____] (if international) or by email at [_____] or by (ii) viewing such documents by accessing online at <https://dm.epiq11.com/case/rubytuesday/info> or on the Court's website: www.deb.uscourts.gov. Please note that a PACER password and login are needed to access documents on the Court's website.

Dated: _____, 2020
Wilmington, Delaware

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Annex A

[TBD]